

A98000002543

Del V. Tiegs

(Requestor's Name)

417 NE Alice St

(Address)

(Address)

Jensen Beach, FL 34957

(City/State/Zip/Phone #)

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Tiegs + Huff Investments, Ltd

(Business Entity Name)

(Document Number)

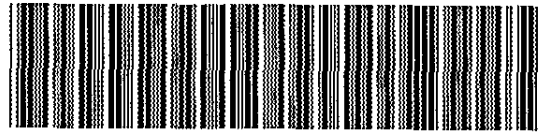
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TALLAHASSEE, FLORIDA

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11/10/03

ARTICLES OF MERGER
OF
TIEGS & HUFF THREE INVESTMENTS, LTD,
INTO
TIEGS & HUFF INVESTMENTS, LTD

EFFECTIVE DATE
11/11/04
FILED
03 DEC 30 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Section 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TIEGS & HUFF THREE INVESTMENTS, LTD 417 NE Alice Street Jensen Beach, Florida 34957	Florida	Limited Partnership
Florida Document/Registration Number: <u>A99000001644</u>	FEI Number: <u>650956460</u>	
<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TIEGS & HUFF INVESTMENTS, LTD 417 NE Alice Street Jensen Beach, Florida 34957	Florida	Limited Partnership
Florida Document/Registration Number: <u>A98000002543</u>	FEI Number: <u>650881408</u>	

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TIEGS & HUFF INVESTMENTS, LTD 417 NE Alice Street Jensen Beach, Florida 34957	Florida	Limited Partnership
Florida Document/Registration Number: <u>A98000002543</u>	FEI Number: <u>650881408</u>	

Plan of Merger

THIRD: The attached Plan of Merger setting forth the terms and conditions of the merger of TIEGS & HUFF THREE INVESTMENTS, LTD, into TIEGS & HUFF INVESTMENTS, LTD, meets the requirements of section 620.201, Florida Statutes, and was approved by each limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

Adoption of Plan

FOURTH: The attached Plan of Merger was approved by each limited partnership that is a party to the merger in accordance with the respective laws of the State of Florida.

FIFTH: The surviving entity, TIEGS & HUFF INVESTMENTS, LTD, has obtained the written consent of each partner that as a result of the merger is now a general partner of the surviving entity pursuant to Section 620.202(2), Florida Statutes. The general partners of each limited partnership that is a party to the merger are identical.

SIXTH: The merger of TIEGS & HUFF THREE INVESTMENTS, LTD, into TIEGS & HUFF INVESTMENTS, LTD, is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any Partnership or Limited Partnership.

SEVENTH: The merger shall become effective on January 1, 2004.

EIGHTH: The Limited Partnership Agreement of the surviving entity, TIEGS & HUFF INVESTMENTS, LTD, shall be effective on the effective date of the merger.

NINTH: The Articles of Merger of TIEGS & HUFF THREE INVESTMENTS, LTD, into TIEGS & HUFF INVESTMENTS, LTD, comply with and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned parties has caused these Articles to be signed as of this 23rd day of December, 2003.

TIEGS & HUFF THREE INVESTMENTS, LTD TIEGS & HUFF INVESTMENTS, LTD

By: Howard C. Huff
Howard C. Huff
General Partner

By: Howard C. Huff
Howard C. Huff
General Partner

By: Del V. Tiegs
Del V. Tiegs
General Partner

By: Del V. Tiegs
Del V. Tiegs
General Partner

PLAN OF MERGER
OF
TIEGS & HUFF THREE INVESTMENTS, LTD,
with and into
TIEGS & HUFF INVESTMENTS, LTD,
under the name of
TIEGS & HUFF INVESTMENTS, LTD

EFFECTIVE DATE
~~1/1/04~~
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 620.202, is being submitted in accordance with section 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TIEGS & HUFF THREE INVESTMENTS, LTD 417 NE Alice Street Jensen Beach, Florida 34957	Florida

<u>Name</u>	<u>Jurisdiction</u>
TIEGS & HUFF INVESTMENTS, LTD 417 NE Alice Street Jensen Beach, Florida 34957	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TIEGS & HUFF INVESTMENTS, LTD 417 NE Alice Street Jensen Beach, Florida 34957	Florida

THIRD: The terms and conditions of the merger are as follows:

(a) TIEGS & HUFF THREE INVESTMENTS, LTD, shall be merged with and into TIEGS & HUFF INVESTMENTS, LTD, to exist and be governed by the laws of the State of Florida.

(b) The name of the surviving limited partnership shall be TIEGS & HUFF INVESTMENTS, LTD.

(c) When this agreement shall become effective, the separate existence of TIEGS & HUFF THREE INVESTMENTS, LTD, shall cease, and the surviving limited partnership shall succeed, without other transfer, to all the rights and property of TIEGS & HUFF THREE INVESTMENTS, LTD, and shall be subject to all the debts, obligations and liabilities of the merging limited partnership, in the same manner as if the surviving

limited partnership had itself incurred them. All rights of creditors and all liens on the property of each constituent limited partnership shall be preserved unimpaired by the merger.

(d) The surviving limited partnership will carry on business with the assets of TIEGS & HUFF THREE INVESTMENTS, LTD, as well as with the assets of TIEGS & HUFF INVESTMENTS, LTD.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each of the partners of the merging party, TIEGS & HUFF THREE INVESTMENTS, LTD, will be partners of the surviving limited partnership, TIEGS & HUFF INVESTMENTS, LTD, and the interest of all partners in the surviving limited partnership after the merger is set forth in "Exhibit A" attached hereto.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Each partner of the surviving limited partnership, TIEGS & HUFF INVESTMENTS, LTD (which shall consist of all current partners of the merging limited partnership and all current partners of the surviving limited partnership as shown in "Exhibit A" attached hereto), shall have the same rights and obligations under the terms and conditions of the limited partnership agreement of the surviving limited partnership and Florida law.

FIFTH: The surviving entity, TIEGS & HUFF INVESTMENTS, LTD, is a limited partnership, and the names and addresses of the general partners are as follows:

Del V. Tiegs	417 NE Alice Street Jensen Beach, Florida 34957
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Howard C. Huff	405 Hillcrest Street Tallahassee, FL 32308
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EXHIBIT A

**TIEGS & HUFF INVESTMENTS, LTD
AFTER MERGER WITH TIEGS & HUFF THREE INVESTMENTS, LTD**

SCHEDULE OF PARTNER VALUES AND ATTRIBUTABLE UNITS

<u>PARTNER</u>	<u>VALUE</u>	<u>UNITS</u>	<u>INTEREST</u>
Del V. Tiegs as General Partner	\$ 3,057	1	1%
Howard C. Huff as General Partner	\$ 3,057	1	1%
Del V. Tiegs as Limited Partner	\$46,381	15	15%
Howard C. Huff as Limited Partner	\$ 1,398	1	1%
Marlene H. Tiegs as Limited Partner	\$53,099	17	17%
Howard C. Huff, Trustee of The Howard C. Huff Revocable Living Trust UTA dated 3/8/94, as Limited Partner	\$ 1,659	1	1%
Beverly T. Huff as Custodian for Garrett D. Tiegs (a minor) under the Florida Uniform Transfers to Minors Act, as Limited Partner	\$53,099	17	17%
Beverly T. Huff as Custodian for Brittany L. Tiegs (a minor) under the Florida Uniform Transfers to Minors Act as Limited Partner	\$53,099	17	17%
Randall E. Tiegs as Limited Partner	\$23,759	8	8%
Fay E. Tiegs as Limited Partner	\$22,361	7	7%
Beverly T. Huff, Trustee of The Beverly T. Huff Revocable Living Trust UTA dated 3/8/94, as Limited Partner	\$44,722	15	15%
TOTAL	\$305,691	100	100%